

I, the undersigned authority do hereby certify that this Notice of Meeting was posted on the City of Fort Worth official website and official bulletin board, places convenient and readily accessible to the general public at all times and said Notice was posted on the following date and time **Friday, December 01, 2017 at 5:00 p.m.** and remained so posted continuously for at least 72 hours preceding the scheduled time of said meeting.

Mary J. Kayser

City Secretary for the City of Fort Worth, Texas

DFW
INTERNATIONAL
AIRPORT

- NOTICE -

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD OF DIRECTORS
COMMITTEE MEETINGS – TUESDAY, DECEMBER 5, 2017

Retirement/Investment Committee: 12:30 p.m.
Operations Committee: 12:45 p.m.
Finance/Audit Committee: 1:00 p.m.
Concessions/Commercial Development Committee: 1:20 p.m.
Executive Compensation Committee: 1:30 p.m.

AGENDA

DALLAS FORT WORTH INTERNATIONAL AIRPORT BOARD
DECEMBER 7, 2017
8:30 a.m.

MEETING PLACE
2400 AVIATION DRIVE
BOARD ROOM – DFW AIRPORT HEADQUARTERS BUILDING
DFW AIRPORT, TX 75261

THIS MEETING LOCATION IS ACCESSIBLE. REQUESTS FOR ACCOMMODATIONS OR INTERPRETIVE SERVICES MUST BE MADE 48 HOURS PRIOR TO THIS MEETING BY CONTACTING DONNA SCHNELL AT 972-973-5752, FAX 972-973-4651, OR T.D. 1-800-RELAY-TX (1-800-735-2989) FOR INFORMATION OR ASSISTANCE. ADDITIONAL SEATING IS AVAILABLE IN THE MULTI-PURPOSE ROOM 1B1002T ACROSS FROM THE BOARD ROOM.

FOR DFW AIRPORT BOARD MEETING INFORMATION OR TO REGISTER TO SPEAK AT A BOARD MEETING, PLEASE EMAIL THE BOARD SECRETARY OR CALL 972 973-5752 BY 5 P.M. THE DAY BEFORE THE MEETING.

Consent Agenda – all items under this heading are a part of the Consent Agenda and require little or no deliberation by the Board. Approval of the Consent Agenda authorizes the Chief Executive Officer or his designee to implement each item in accordance with staff recommendation.

A closed executive session may be held with respect to a posted agenda item if the discussion concerns one of the following:

1. Contemplated or pending litigation or matters where legal advice is requested of the Board's Legal Counsel. Texas Government Code Section 551.071.
2. Discussion concerning sale or lease of real property, or negotiated contracts for donations to the Board, when such discussions would have a detrimental effect on the negotiating position of the Board. Texas Government Code Section 551.072.
3. Personnel matters involving discussions of the qualifications or performance of identifiable individuals already employed or being considered for employment by the Board. Texas Government Code Section 551.074.
4. The deployment, or specific occasions for implementation, of security personnel or devices. Texas Government Code Section 551.076.

AGENDA

- A. Invocation – Chaplain DD Hayes
- B. Pledge of Allegiance
- C. Announcements
- D. Approve Minutes of the Regular Board Meeting of November 2, 2017
- E. Air Service Highlights – Milton De La Paz
- F. Financial Report – Chris Poinsett
- G. Environmental Presentation – Robert Horton
- H. FY2017 Year End Review – Sean Donohue

RETIREMENT/INVESTMENT COMMITTEE

1. Approve Minutes of the Retirement/Investment Committee Meeting of September 5, 2017.

Action Items for Consideration

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| M. Phemister | 2. Approve execution of the documents necessary to enter into an Asset Management Agreement with Crow Holdings Capital Real Estate Fund VIII, in a commitment amount of \$10 million. |
| M. Underwood | 3. Approve execution of Contract No. 8005170, for Actuarial and Retirement Plan Consulting Services, with Gabriel, Roeder, Smith and Company (GRS), of Irving, Texas in an amount not to exceed \$700,000.00, for an initial three year term of the Contract, with options to renew for two additional one-year periods. |

Discussion Item

4. Quarterly Investment Report by Jack Evatt of AndCo Consulting.

OPERATIONS COMMITTEE

5. Approve Minutes of the Operations Committee Meeting of October 31, 2017.

Consent Items for Consideration

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| A. Black | 6. Approve authorization to reject all bids received for Solicitation No. 273771, for Portable Restroom Trailers; and execute Purchase Order No. 274235, for Portable Restroom Trailers, to Comforts of Home Services, Inc., of Montgomery, Illinois, in the amount of \$209,556.41. |
| R. Hodapp | 7. Approve execution of Purchase Order No. 273836, for Vehicle Lifting Equipment, to Reeder Distributors, Inc., of Fort Worth, Texas, in the amount of \$54,995.00. |
| | 8. Approve execution of Purchase Order No. 274227, for a Pavement Seal Coating Machine, with California Pavement Maintenance Co., Inc. DBA Rayner Equipment Systems, of Sacramento, California, in the amount of \$92,196.82. |
| | 9. Approve increase to Contract No. 7006408, for Fuels, with Ricochet Fuel Distributors, Inc., of Euless, Texas, in an amount not to exceed \$275,997.00, for a revised Contract amount of \$1,379,988.00. |

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| R. Horton | 10. Approve ratification to Increase to Contract No. 7006541, to Provide and Install Electrochromic/Dynamic Glass, with Veritas General Contractors, LLC, of Dallas, Texas, in an amount not to exceed \$10,967.76, for a revised Contract amount of \$59,967.76. |
| P. Sichko | 11. Approve execution of Contract No. 7006588, for Route Diversion Software Subscription Services, with PASSUR Aerospace, of Stamford, Connecticut, in an amount not to exceed \$180,000.00, for an initial fourteen month term, with options to renew annually. |
| N. Smith | 12. Approve execution of a deductive Change Order to Contract No. 9500593, Rehabilitate Deicing System Large Storage Areas - Southwest Holding Pond (Phase III), with Gilbert May, Inc., dba Phillips/May Corporation, of Dallas, Texas, in a deductive amount not less than (\$149,149.01) for a revised amount not to exceed \$2,130,183.99. |
| | 13. Approve execution of a Change Order to increase Contract No. 9500586, TEX Rail Station at Terminal B, with Archer Western Construction, LLC of Irving, TX in the amount of \$102,153.60, for a revised amount of \$28,594,036.25. |

Action Items for Consideration

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| A. Black | 14. Approve execution of Purchase Order No. 274226, for Medical Equipment, to Allied 100, LLC, of Woodruff, Wisconsin, in the amount of \$312,116.00, and Purchase Order No. 274266, for Medical Equipment, to Physio-Control, Inc., of Redmond, Washington, in the amount of \$286,459.76. Total amount for this Action is \$598,575.76. |
| R. Hodapp | 15. Approve execution of three Purchase Orders for Vehicles: Purchase Order No. 274276, to Silsbee Ford Inc., of Silsbee, Texas, in the amount of \$56,018.37; Purchase Order No. 274277, to Caldwell Country Chevrolet, of Caldwell, Texas, in the amount of \$1,085,935.00; Purchase Order No. 274282, to Sam Pack's Five Star Ford LTD, of Carrollton, Texas, in the amount of \$53,980.00. Total amount for this Action is \$1,195,933.37. |
| K. Kavanagh | 16. Approve execution of Contract No. 8500357, for On-Call Airport Planning Services, with Landrum and Brown, Inc. of Grapevine, TX, in an amount not to exceed \$20,000,000.00. |
| N. Smith | 17. Approve execution Contract No. 7006578, for Program Management Software, with Oracle America, Inc., of Redwood City, California, in an amount not to exceed \$795,060.00, for the initial one year term of the Contract, with options to renew for two additional one-year periods, subject to funding availability. |
| | 18. Approve execution of Contract No. 8500358, for Fixed Ground Support Equipment Professional Services, with AERO Systems Engineering of Marietta, GA, in an amount not to exceed \$15,000,000.00. |

19. Approve execution of Contract No. 8500359, for Estimating, Cost Management and Scheduling Services, with RIB U.S. Cost, Inc. of Dallas, TX, in an amount not to exceed \$24,000,000.00.

Discussion Items

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| N. Smith | 20. Construction and Professional Services Contract Increase(s) approved by Authorized Staff. |
| | 21. Decrease(s)/increase(s) in Scope of Work approved by Authorized Staff. |

FINANCE/AUDIT COMMITTEE

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| | 22. Approve Minutes of the Finance/Audit Committee Meeting of October 31, 2017. |
| M. Underwood | 23. Financial Report. |
| R. Darby | 24. FY 2017 External Audit Process. |

Consent Items for Consideration

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| E. Rodriguez | 25. Approve increase to Legal Services Contract No. 8005064 with the firm of Kaplan Kirsch Rockwell of Denver, Colorado, in an amount not to exceed \$25,000.00 for a revised contract amount not to exceed \$73,000.00. |
| | 26. Approve increase to Legal Services Contract No. 8004987 with the firm of Cokinos Young of Houston, Texas, in an amount not to exceed \$50,000.00 for a revised contract amount not to exceed \$98,750.00. |
| | 27. Approve increase Legal Services Contract No. 8005067 with the firm of Littler Mendelson, P.C. of Dallas, Texas, in an amount not to exceed \$100,000.00 for a revised contract amount not to exceed \$205,000.00. |
| M. Youngs | 28. Approve execution of Contract No. 7006596, for Budget Planning Software Upgrade Services, with Longview of America, LLC, of Wayne, Pennsylvania, in an amount not to exceed \$77,770.00 for the three month term of the Contract. |
| | 29. Approve increase to Contract No. 7006478, for Radio Frequency Identification and Real-Time Location Hardware/Software and Support Services, with RFID Global Solutions, Inc., of Reston, Virginia, for an amount not to exceed \$187,068.00, for a revised Contract amount of \$487,102.00. |

Action Items for Consideration

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| M. Phemister | 30. Approve Investment Policy, Investment Strategies, Approved Broker/Dealers and Training Sources for the period of February 1, 2018 through January 31, 2019. |
| E. Rodriguez | 31. Approve increase to Legal Services Contract No. 8005117 with the firm of Carrington, Coleman, Sloman & Blumenthal of Dallas, Texas, in an amount not to exceed \$250,000.00 for a revised contract amount not to exceed \$299,000.00. |
| | 32. Approve increase to Legal Services Contract No. 8005118 with the firm of Carrington, Coleman, Sloman & Blumenthal of Dallas, Texas, in an amount not to exceed \$250,000.00 for a revised contract amount not to exceed \$299,000.00. |
| M. Youngs | 33. <u>Item deferred at the request of staff.</u>
Approve execution of Contract No. 7006595, for Parking System Parts and Supplies, with Skidata, Inc., of Hillsborough, New Jersey, in an amount not to exceed \$2,000,000.00, for the initial three year term, with options to renew annually. |
| | 34. Approve increase to Contract No. 8005053, for IT System Operation Staffing Augmentation, with Intratek Computer, Inc., of Irvine, CA, in an amount of \$3,065,350.00, for a revised Contract Amount of \$4,137,350.00. |
| | 35. Approve increase to Contract No. 8005090, for IT System Operation Staffing Augmentation, with PROLIM Global Corporation, of Irving, Texas, in an amount of \$3,662,981.00, for a revised Contract Amount of \$6,163,231.00. |
| | 36. Approve increase to Contract No. 7006075 for Oracle Software and Hardware Maintenance and Purchases, with Oracle America, of Redwood Shores, California, in the amount not to exceed \$2,500,000.00, for a revised Contract amount of \$11,353,217.49. |

Discussion Items

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| T. Lee | 37. Monthly D/S/M/WBE Expenditure Report. |
| G. Spoon | 38. Purchase Orders/Contracts and Professional Service Contract approved by Authorized Staff. |

CONCESSIONS/COMMERCIAL DEVELOPMENT COMMITTEE

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| | 39. Approve Minutes of the Concessions/Commercial Development Committee Meeting of October 31, 2017. |
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Consent Items for Consideration

- J. Badin 40. Approve increase and extension of Contract No. 7006101, for Ambassador Program Volunteer Event, with Hyatt Regency DFW, of DFW Airport, Texas, in the amount not to exceed \$74,423.54, for a revised Contract Amount of \$405,614.85.
- J. Terrell 41. Approve execution of a utility license agreement with the City of Irving to provide public utilities and encourage growth and development in the area near Beltline Road and State Highway 161.

Action Items for Consideration

- Z. Campbell 42. Approve Lease Agreement with D&B Mitchell Group, LLC d/b/a Bahn Shop and the Dallas Fort Worth International Airport Board.
43. Approve authorization to reconcept Lease No. 008126 between the Dallas Fort Worth International Airport Board and The Jethro Pugh Shops II, LLC d/b/a Teavana.
- J. Terrell 44. Approve authorization to sign a new five year lease agreement with six month termination clause after first year with Halbert & Associates, LLC for hangar facilities consisting of 12,780 square feet office and hangar building on approximately 2.708 acres.

Discussion Items

45. Permits Issued by Concessions.

EXECUTIVE COMPENSATION COMMITTEE

46. Approve Minutes of the Executive Compensation Committee Meeting of November 29, 2016.
- S. Donohue 47. FY2017 Performance.

CLOSED SESSION

48. In accordance with provisions of Section 551.074 of the Texas Government Code, a closed session will be held to discuss the qualifications or performance of identifiable Board employees, to wit:
- a) Review and Evaluate the Performance of the Chief Executive Officer.
 - b) Review and Evaluate the Performance of the Director of Audit Services.

OPEN SESSION

Action Items for Consideration

49. Approve an Incentive Compensation Payment for FY 2017 for the Chief Executive Officer.
50. Approve FY 2018 Incentive Compensation Program Goals for the Chief Executive Officer.
51. Approve a Salary Adjustment for the Chief Executive Officer.
52. Approve an Incentive Compensation Payment for FY 2017 for the Director of Audit Services.
53. Approve FY 2018 Incentive Compensation Programs Goals for the Director of Audit Services.
54. Approve a Salary Adjustment for the Director of Audit Services.

FULL BOARD

55. Registered Speakers (items unrelated to agenda items)
56. Next Committee meetings – January 2, 2018
Next Regular Board meeting – January 4, 2018